

RECORDATION NO. 22950-C FILED

JUN 18 '10 -12 20 PM

ALVORD AND ALVORD  
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WASHINGTON, D C  
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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
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June 17, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W.  
Washington, D C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Security Agreement, dated as of June 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Loan and Security Agreement previously filed with the Board under Recordation Number 22950-A.

The name and address of the party to the enclosed document are:

Lender: AME Investments, LLC  
c/o Ambac Capital Corp.  
One State Street Plaza  
New York, New York 10004

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19801

Chief, Section of Administration  
June 16, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is

Amcoach cars within the series AMTK 21015 - AMTK 21989 and AMTK 44028 - AMTK 44805 as more particularly set forth in the equipment schedule attached to the document, and AMTK 81506

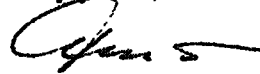
A short summary of the document to appear in the index is

Memorandum of Termination of Security Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/bhs  
Enclosures

JUN 16 '10 -12 20 PM

**MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT** **SURFACE TRANSPORTATION BOARD**

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-B), dated as of June 13, 2000 (the "Security Agreement"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 2000-B) dated as of June 13, 2000, granted to AME Investments, LLC (the "Lender"), as security for certain obligations of Trustee, Equity Investor, Lessee or any other Person under any of the Operative Documents to the Lender, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 2000-B), reflecting the foregoing, dated as of June 13, 2000, which Memorandum was filed with the Surface Transportation Board ("STB") on June 13, 2000, at 12:13 PM, with the Recordation No. 22950-A. All terms used and not otherwise defined herein shall have the respective meanings provided in the Security Agreement.

2. Pursuant to a Termination and Purchase Agreement (Amtrak Trust 2000-B), dated as of June 15, 2010, by and between Trustee, National Railroad Passenger Corporation, a company organized under the Rail Passenger Service Act and the laws of the District of Columbia, U.S. Bancorp Equipment Finance, Inc. (formerly known as U.S. Bancorp Leasing & Financial), an Oregon corporation, the Lender, and AME Asset Funding, LLC, a Delaware limited liability company, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890  
Attention: Corporate Trust Administration

AME Investments, LLC  
C/o Ambac Capital Corporation  
One State Street Plaza  
New York, New York 10004  
Attention: Loan Operations

4. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

5. This Memorandum of Termination of Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement – STB (Amtrak Trust 2000-B)]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement to be executed as of June 11, 2010.

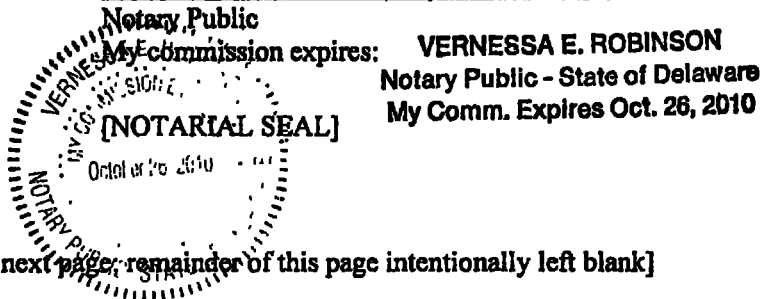
WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee, as aforesaid .

By: \_\_\_\_\_  
Name: Robert J. Perkins  
Title: Vice President

STATE OF DELAWARE )  
 ) ss:  
COUNTY OF NEW CASTLE )

On May 10, 2010, before me personally appeared Robert J. Perkins, to me personally known, who being by me duly sworn says that he is Vice President of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

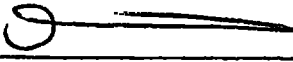
Vernessa E. Robinson  
Notary Public



[Execution continued on next page; remainder of this page intentionally left blank]

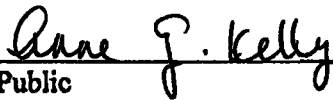
[Memorandum of Termination of Security Agreement - STB (Amtrak Trust 2000-B)]

AME INVESTMENTS, LLC

By:   
Name: David J. Weissman  
Title: Ambac Board Member

STATE OF New York )  
 ) ss:  
COUNTY OF New York )

On May 13, 2010, personally appeared before me David J Weissman, to me personally known, who being by me duly sworn, said that he is a Ambac Board Member of AME Investments, LLC, that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

ANNE G. KELLY  
Notary Public, State of New York  
No. 02G15044534  
Qualified in New York County  
Commission Expires October 12, 20 11

# ANNEX A

## EQUIPMENT

<b>Amtrak Equipment Number</b>	<b>Equipment Type</b>	
21015	Amfleet 1	Amcoach-84
21017	Amfleet 1	Amcoach-84
21031	Amfleet 1	Amcoach-84
21056	Amfleet 1	Amcoach-84
21058	Amfleet 1	Amcoach-84
21072	Amfleet 1	Amcoach-84
21127	Amfleet 1	Amcoach-84
21147	Amfleet 1	Amcoach-84
21179	Amfleet 1	Amcoach-84
21204	Amfleet 1	Amcoach-84
21216	Amfleet 1	Amcoach-84
21228	Amfleet 1	Amcoach-84
21237	Amfleet 1	Amcoach-84
21241	Amfleet 1	Amcoach-84
21250	Amfleet 1	Amcoach-84
21260	Amfleet 1	Amcoach-84
21273	Amfleet 1	Amcoach-84
21283	Amfleet 1	Amcoach-84
21701	Amfleet 1	Amcoach-58
21702	Amfleet 1	Amcoach-58
21705	Amfleet 1	Amcoach-58
21706	Amfleet 1	Amcoach-58
21708	Amfleet 1	Amcoach-62
21709	Amfleet 1	Amcoach-58
21710	Amfleet 1	Amcoach-62
21711	Amfleet 1	Amcoach-58
21712	Amfleet 1	Amcoach-62
21725	Amfleet 1	Amcoach-62
21901	Amfleet 1	Amcoach-60
21908	Amfleet 1	Amcoach-60
21918	Amfleet 1	Amcoach-60
21922	Amfleet 1	Amcoach-60
21929	Amfleet 1	Amcoach-60
21933	Amfleet 1	Amcoach-60
21944	Amfleet 1	Amcoach-60
21947	Amfleet 1	Amcoach-60
21955	Amfleet 1	Amcoach-60
21979	Amfleet 1	Amcoach-60
21989	Amfleet 1	Amcoach-60

<b>Amtrak Equipment Number</b>	<b>Equipment Type</b>	
44028	Amfleet 1	Amcoach-84-PP Compatible
44206	Amfleet 1	Amcoach-84-PP Compatible
44227	Amfleet 1	Amcoach-84-PP Compatible
44249	Amfleet 1	Amcoach-84-PP Compatible
44700	Amfleet 1	Amcoach-58-PP Compatible Hdc
44703	Amfleet 1	Amcoach-58-PP Compatible Hdc
44704	Amfleet 1	Amcoach-58-PP Compatible Hdc
44707	Amfleet 1	Amcoach-58-PP Compatible Hdc
44714	Amfleet 1	Amcoach-58-PP Compatible Hdc
44715	Amfleet 1	Amcoach-58-PP Compatible Hdc
44716	Amfleet 1	Amcoach-58-PP Compatible Hdc
44717	Amfleet 1	Amcoach-58-PP Compatible Hdc
44718	Amfleet 1	Amcoach-58-PP Compatible Hdc
44719	Amfleet 1	Amcoach-58-PP Compatible Hdc
81506	Amfleet 1	Amcoach-58-PP Compatible Hdc
44721	Amfleet 1	Amcoach-58-PP Compatible Hdc
44722	Amfleet 1	Amcoach-58-PP Compatible Hdc
44723	Amfleet 1	Amcoach-58-PP Compatible Hdc
44724	Amfleet 1	Amcoach-58-PP Compatible Hdc
44726	Amfleet 1	Amcoach-58-PP Compatible Hdc
44727	Amfleet 1	Amcoach-58-PP Compatible Hdc
44728	Amfleet 1	Amcoach-58-PP Compatible Hdc
44729	Amfleet 1	Amcoach-58-PP Compatible Hdc
44805	Amfleet 1	Amcoach-60-PP Compatible Hdc

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: June 16 2010



\_\_\_\_\_  
Robert W Alvord